



First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
Fax 847 318-7588

VIA UPS 2nd DAY AIR

March 17, 2003

RECORDATION NO. 21742-5 FILED

MAR 20 '03 11:39 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 25, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Archer Daniels Midland Company
4666 Faries Parkway
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is one (1) 4600 cubic foot capacity covered hopper car, with car number FURX 815172.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(ADM032)

ASSGN. NO.: ADM032

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 38 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 14, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 25th day of Feb., 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of February, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)

RECORDATION NO. 21742-J FILED

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SURFACE TRANSPORTATION BOARD

LESSEE:

ARCHER DANIELS MIDLAND COMPANY

By: Randy Neumayer

Name: Randy Neumayer

Title: Senior Vice President-Transportation

ATTEST:

By: Lisa Jones

Name: Lisa Jones

Title: Secretary

Executed on this 18th day of February, 2003.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of February, 2003.

Wilson K. Cassell
Notary Public

Commission Expires:

2/29/04
(Notary Public)

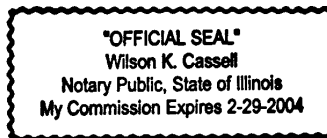


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1)

DESCRIPTION OF CARS: 4600 cu. ft. lined Covered Hopper Car with Gravity Pneumatic Gates
and Hatch-in-Hatch Covers

CAR NUMBER: FURX 815172